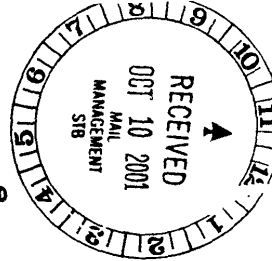




5, October 2001

Ms. Taledia Stokes  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

RECORDATION NO. 23696 FILED  
OCT 12 '01 12:08 PM  
SURFACE TRANSPORTATION BOARD



Dear Ms. Stokes:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Lease Agreement dated as of July 25, 2001 between the following parties:

Lessee: South Branch Valley Railroad  
120 Water Plant Drive  
Moorefield, West Virginia 26836

Lessor: Joseph Transportation Services, Inc.  
300 Pike Street  
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, (2) locomotives, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Lease Agreement dated July 25, 2001 related to two (2) locomotives bearing reporting marks JTPX 1344 and JTPX 1351.

Please file this agreement as a primary document. A check in the amount of \$28.00, check #16466, is included for the filing fees for this document. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500, ext. 4137.

Sincerely,

Joseph Transportation Services, Inc.  
(formerly DJJ Transportation Services, Inc.)

Barb Brzezioki  
Documentation Assistant

Enclosures

**MEMORANDUM OF  
LEASE AGREEMENT**

This **MEMORANDUM OF LEASE AGREEMENT** ("Memorandum of Lease") entered into this 25<sup>th</sup> day of July, 2001, is intended to evidence the lease dated as of July 25, 2001 (the "Lease"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, an Delaware corporation ("Lessor"), and **SOUTH BRANCH VALLEY RAILROAD**, a West Virginia state agency ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the two (2) locomotive described in Exhibit A attached hereto (the "Locomotive"). Lessee is renting from Lessor the Locomotive at the rentals and upon the terms and conditions provided in the Lease.

**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

**JOSEPH TRANSPORTATION  
SERVICES, INC.**

By: \_\_\_\_\_

Name: Kenneth W. Miller, Jr.

Title: Executive Vice President

Date: July 25, 2001

**SOUTH BRANCH VALLEY RAILROAD**

By: \_\_\_\_\_

Name: William W. Hartman

Title: Acting Executive Director

Date: 7-26-01

RECORDATION NO. 23696 FILED

OCT 12 '01 12-85 PM

SURFACE TRANSPORTATION BOARD

STATE OF OHIO

COUNTY OF HAMILTON

)  
) SS:  
)

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of July, 2001, by Kenneth W. Miller, Jr., the Executive Vice President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

My Commission expires:

February 20, 2006

Barbara A. Brzezicki  
Notary Public



BARBARA A. BRZEZICKI  
Notary Public, State of Ohio  
My Commission Expires  
February 20, 2006

STATE OF WEST VIRGINIA

COUNTY OF Hardy

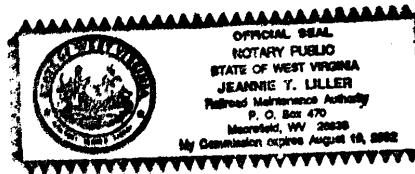
)  
) SS:  
)

The foregoing instrument was acknowledged before me this 26th day of July, 2001, by William W. Hartman, the Acting Executive Director of South Branch Valley Railroad, a West Virginia state agency, on behalf of the railroad.

Jeanne Y. Liller  
Notary Public

My Commission expires:

August 19, 2002



## **EXHIBIT A**

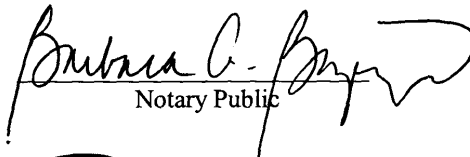
To the Memorandum of Lease dated July 25, 2001, between Joseph Transportation Services, Inc.  
and South Branch Valley Railroad

### **DESCRIPTION OF UNITS**

Two (2) locomotives bearing reporting mark JTPX 1344 and JTPX 1351.

CERTIFICATE

The undersigned, Barbara A. Brzezicki, notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

  
Notary Public



BARBARA A. BRZEZICKI  
Notary Public, State of Ohio  
My Commission Expires  
February 20, 2006